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**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY**

THOMAS R. PEREZ, SECRETARY OF LABOR,  
UNITED STATES DEPARTMENT OF LABOR,

Plaintiff,

v.

FIRST BANKERS TRUST SERVICES, INC.,  
VINCENT DIPANO and the SJP GROUP, INC.  
EMPLOYEE STOCK OWNERSHIP PLAN,

Defendants.

**Case No. 3:12-cv-4450(MAS)(DEA)**

**CERTIFICATION OF COUNSEL IN SUPPORT OF DEFENDANT FIRST BANKERS  
TRUST SERVICES, INC.'S MOTION FOR SUMMARY JUDGMENT**

NOW COMES Keith R. McMurdy, as counsel of record for Defendant First Bankers Trust Services, Inc. ("FBTS"), and submits the within Certification in support of the Motion for Summary Judgment:

1. Attached to this Certification as Exhibit 1 are true and accurate copies of the referenced portions of the transcript of the deposition of Brian Ippensen.

2. Attached to this Certification as Exhibit 2 is a true and accurate copy of the printed pages of the website for FBTS.

3. Attached to this Certification as Exhibit 3 is a true and accurate copy of the engagement letter between FBTS and SJP.

4. Attached to this Certification as Exhibit 4 is a true and accurate copy of the FBTS Financial Review report.

5. Attached to this Certification as Exhibit 5 are true and accurate copies of the referenced portions of the deposition transcript of Frank Dugan.

6. Attached to this Certification as Exhibit 6 are true and accurate copies of the referenced portions of the transcript of the deposition of Peter Aliferis.

7. Attached to this Certification as Exhibit 7 is a true and accurate copy of the engagement letter between FBTS and Prairie Capital.

8. Attached to this Certification as Exhibit 8 is a true and accurate copy of the Duff & Phelps Confidential Offering Memorandum for SJP.

9. Attached this Certification as Exhibit 9 is a true and accurate copy of the Fairness Opinion issued by Prairie Capital for the SJP transaction.

10. Attached to this Certification as Exhibit 10 is a true and accurate copy of the Valuation Report issued by Prairie Capital for the SJP transaction.

11. Attached to this Certification as Exhibit 11 are true and accurate copies of the referenced portions of the deposition transcript of Robert Gross.

12. Attached to this Certification as Exhibit 12 is a true and accurate copy of the Stock Purchase Agreement for the SJP transaction.

13. Attached to this Certification as Exhibit 13 are true and accurate copies of the referenced portions of the deposition transcript of Michael D'Esposito.

14. Attached to this Certification as Exhibit 14 are true and accurate copies of the referenced portions of the deposition transcript of John Miscione.

15. Attached to this Certification as Exhibit 15 are true and accurate copies of the referenced portions of the deposition transcript of Kjersti Cory.

16. Attached to this Certification as Exhibit 16 is a true and accurate copy of an e-mail of February 7, 2007, from the law firm of Steiker, Fischer, Edwards & Greenapple to Frank Dugan at SJP with attachments.

17. Attached to this Certification as Exhibit 17 is a true and accurate copies of a summary and notes from a conference call that took place on April 13, 2007.

18. Attached to this Certification as Exhibit 18 is a true and accurate copy of an e-mail dated March 2, 2007, from Duff & Phelps to Prairie Capital with attachments.

19. Attached to this Certification as Exhibit 19 is a true and accurate copy of an e-mail dated November 14, 2006, from Duff & Phelps to Prairie Capital with attachments.

20. Attached to this Certification as Exhibit 20 is a true and accurate copy of the original complaint as served on Defendants.

Respectfully submitted,



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Keith R. McMurdy

Dated: February 6, 2015